

United States Bankruptcy Court

Southern District of New York

In re Lehman Brothers Holdings Inc., Case Nos. 08-13555  
Jointly Administered

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Merrill Lynch Credit Products, LLC

Name of Transferee

Fortress Investment Fund V (Fund A)  
L.P.

Name of Transferor

Court Claim #: 67449, as such claim  
amended proof of claim number 26211

Claim Amount: \$598,698.66

Name and Address where notices to Transferee  
should be sent:

Merrill Lynch Credit Products, LLC  
Bank of America Tower- 3<sup>rd</sup> Floor  
One Bryant Park  
New York, New York 10036  
Attn: Jeffrey Benesh and Ron Torok  
Tel: 646-855-7450  
Email: jeffrey.benesh@bamll.com / ron.torok@bamll.com

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

MERRILL LYNCH CREDIT PRODUCTS, LLC

By:   
Name: Ronald Torok  
Title: Vice President

Date: April 27, 2011

**EVIDENCE OF TRANSFER OF CLAIM**

TO: Clerk, United States Bankruptcy Court, Southern District of New York.

Fortress Investment Fund V (Fund A) L.P., located at c/o Fortress Fund V GP Holdings Ltd., 1345 Avenue of the Americas, 47th Floor, New York, NY 10105 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that Seller has unconditionally and irrevocably sold, transferred and assigned to Merrill Lynch Credit Products, LLC, its successors and assigns, with offices at Bank of America Tower - 3rd Floor One Bryant Park New York, NY 10036 ("Buyer"), all rights, title and interest in and to the claim of Seller against Lehman Brothers Holdings Inc. (Claim No.: 67449 as such claim amended proof of claim number 26211) in the amount of \$598,698.66 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement by their duly authorized representatives as of the 21<sup>st</sup> day of April, 2011.

FORTRESS INVESTMENT FUND V (FUND A) L.P.

By: John Morrissey  
Name: John Morrissey  
Title: Chief Financial Officer

MERRILL LYNCH CREDIT PRODUCTS, LLC

By: Ronald Tavel  
Name: Ronald Tavel  
Title: Vice President

**United States Bankruptcy Court/Southern District of New York**  
 Lehman Brothers Holdings Claims Processing Center  
 c/o Epiq Bankruptcy Solutions, LLC  
 FDR Station, P.O. Box 5076  
 New York, NY 10150-5076

## PROOF OF CLAIM

In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
Name of Debtor Against Which Claim is Held <b>Lehman Brothers Holdings Inc.</b>	Case No. of Debtor <b>08-13555</b>

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)  
**Fortress Investment Fund V (Fund A) L.P.**  
 c/o Fortress Investment Group LLC, 1345 Avenue of the Americas  
 47th Floor, New York, NY 10105  
 Suzanne Lovett, Esq.  
 Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Sq, New York, NY 10036  
 212-735-3000; suzanne.lovett@skadden.com

Telephone number: **212-798-6100** Email Address: **See above**

Name and address where payment should be sent (if different from above)  
**Fortress Investment Group LLC**  
 Attention: Marco Tallini  
 1345 Avenue of the Americas, 23rd Floor  
 Telephone number: **212-479-1566** Email Address: **mtallini@fortress.com**

**1. Amount of Claim as of Date Case Filed: \$ no less than \$598,698.66**

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

Check this box if all or part of your claim is based on a Derivative Contract.\*

Check this box if all or part of your claim is based on a Guarantee.\*

**\*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

**2. Basis for Claim: See addendum  
(See instruction #2 on reverse side.)**

**3. Last four digits of any number by which creditor identifies debtor: N/A**

**3a. Debtor may have scheduled account as:** \_\_\_\_\_  
(See instruction #3a on reverse side.)

**4. Secured Claim (See instruction #4 on reverse side.)**

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff:  Real Estate       Motor Vehicle       Other

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

**6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ \_\_\_\_\_**  
(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements.

Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

**DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.**

If the documents are not available, please explain:

See addendum

Date: **4/6/11** Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

**Penalty for presenting fraudulent claim:** Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Filed: USBC - Southern District of New York  
 Lehman Brothers Holdings Inc., Et Al.  
 08-13555 (JMP) 0000067449



.Y

Check this box to indicate that this claim amends a previously filed claim.

Court Claim  
Number: 26211  
(If known)

Filed on: **09/21/09**

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

**5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.**

Specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) \_\_\_\_\_.

Amount entitled to priority:

\$ \_\_\_\_\_

**FOR COURT USE ONLY**

APR 07 2011
EPIQ BANKRUPTCY SOLUTIONS, LLC